

RECORDATION NO. 26162-D FILED

JUL 14 '06 4:48 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

July 12, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release and Release of Security Interest, dated as of July 12, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26162.

The name and address of the party to the enclosed document are:

Secured Party: Bank of America, N.A.
600 Peachtree Street N E
Atlanta GA 30308

[Debtor: Infinity Rail, LLC
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308]

Mr. Vernon A. Williams
July 14, 2006 July 14, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

193 railcars:

42 cars: IFRX 3220 – IFRX 3243 (previously marked within the series CGLX 58115 – CGLX 60123);

38 cars: within the series IFRX 517555 – IFRX 517654, UP 517582 and UP 517591 (all previously marked within the series UP 517555 – UP 517654);

6 cars: within the series REGX 5026 – REGX 5066 (previously marked within the series FEC 4296 – FEC 4381);

32 cars: within the series REGX 1004 – REGX 1243;

8 cars: within the series PLOX 311341 – PLOX 322558; and

17 cars: within the series PLOX 521526 – PLOX 522906

as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Partial Release and Release of Security Interest.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

Partial Termination and Release of Security Interest

For value received, Bank of America, N.A. ("Secured Party"), only with respect to the railroad equipment described in Schedule 1 attached hereto (the "Released Rail Cars"), terminates and releases any and all rights and interests of Secured Party with respect to the Released Rail Cars, including without limitation any security interests in the Released Rail Cars pursuant to the Security Agreement dated as of January 30, 2006, between Infinity Rail, LLC, as debtor, and Bank of America, N.A., as secured party.

A memorandum of Secured Party's rights and interests with respect to the Released Rail Cars under the above-referenced Security Agreement was recorded with the Surface Transportation Board on January 31, 2006, at 12:10 p.m. under Recordation No. 26162. To the extent (but only to the extent) relating to the Released Rail Cars, Secured Party releases and terminates its rights and interests covered by that memorandum.

EXECUTED as of July 13, 2006.

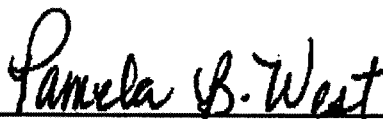
BANK OF AMERICA, N.A.

By: 

Michael J. Romano
Senior Vice President

State of Georgia, County of Fulton

On July 13, 2006, before me personally appeared Michael J. Romano, to me personally known, who being by me duly sworn says that he is Senior Vice President of Bank of America, N.A., and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said bank.



Notary Public

My commission expires:

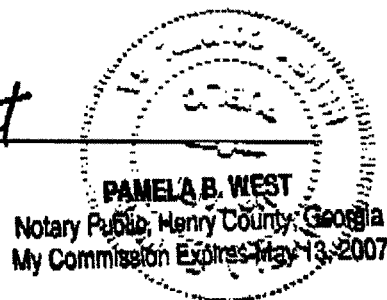
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RECORDATION NO. 26162-1 FILED

JUL 14 '06

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SURFACE TRANSPORTATION BOARD



Schedule 1
Released Rail Cars

The following items, wherever located, now owned or hereafter acquired or arising, and all proceeds and products thereof, whether derived from voluntary or involuntary disposition or otherwise, and all accessions thereto:

(a) the rail cars described below, by type, reporting marks and road numbers (the "Released Rail Cars");

(b) all rights of Infinity Rail, LLC under and to any and all refurbishment, renovation or other improvement contracts with respect to the Released Rail Cars; and

(c) all general intangibles, chattel paper, insurance proceeds, insurance refund claims, tort claims, documents, and instruments in each case to the extent relating to the Released Rail Cars, together with all income therefrom, increases thereunder and proceeds thereof.

Released Rail Cars:

Group	Quantity	Car Type
A	24	Covered Hoppers
C	38	Plate F Boxcars
E	6	70-ton Flatcars
G	32 [the remaining 8 are not being released]	MSW Containers
H	25	Covered Hoppers
I	68	Plate C Boxcars

Reporting marks and road numbers:

Group A

Count	Former Mark	Former Number	Current Mark	Current Number
1	CGLX	58115	IFRX	3220
2	CGLX	58118	IFRX	3221
3	CGLX	58136	IFRX	3222
4	CGLX	58144	IFRX	3223
5	CGLX	58148	IFRX	3224
6	CGLX	58151	IFRX	3225
7	CGLX	58157	IFRX	3226
8	CGLX	58159	IFRX	3227
9	CGLX	58162	IFRX	3228
10	CGLX	58198	IFRX	3229
11	CGLX	58205	IFRX	3230
12	CGLX	58208	IFRX	3231
13	CGLX	58219	IFRX	3232
14	CGLX	58280	IFRX	3233
15	CGLX	58294	IFRX	3234
16	CGLX	58302	IFRX	3235
17	CGLX	58319	IFRX	3236
18	CGLX	58321	IFRX	3237
19	CGLX	58361	IFRX	3238
20	CGLX	58400	IFRX	3239
21	CGLX	58460	IFRX	3240
22	CGLX	58779	IFRX	3241
23	CGLX	59919	IFRX	3242
24	CGLX	60123	IFRX	3243

Group C

Count	Former Mark	Former Number	Current Mark	Current Number
1	UP	517555	IFRX	517555
2	UP	517556	IFRX	517556
3	UP	517559	IFRX	517559
4	UP	517561	IFRX	517561
5	UP	517567	IFRX	517567
6	UP	517569	IFRX	517569
7	UP	517575	IFRX	517575
8	UP	517577	IFRX	517577
9	UP	517579	IFRX	517579
10	UP	517582	UP	517582
11	UP	517583	ATW	517583
12	UP	517588	IFRX	517588
13	UP	517591	UP	517591
14	UP	517596	IFRX	517596
15	UP	517599	IFRX	517599
16	UP	517600	IFRX	517600
17	UP	517603	IFRX	517603
18	UP	517606	IFRX	517606
19	UP	517609	IFRX	517609
20	UP	517610	IFRX	517610
21	UP	517616	IFRX	517616
22	UP	517617	IFRX	517617
23	UP	517619	IFRX	517619
24	UP	517620	IFRX	517620
25	UP	517621	IFRX	517621
26	UP	517622	IFRX	517622
27	UP	517628	IFRX	517628
28	UP	517629	IFRX	517629
29	UP	517635	IFRX	517635
30	UP	517638	IFRX	517638
31	UP	517639	IFRX	517639
32	UP	517640	IFRX	517640
33	UP	517643	IFRX	517643
34	UP	517645	IFRX	517645
35	UP	517647	IFRX	517647
36	UP	517649	IFRX	517649
37	UP	517651	IFRX	517651
38	UP	517654	IFRX	517654

Group E

Count	Former Mark	Former Number	Current Mark	Current Number
1	FEC	4296	REGX	5026
2	FEC	4225	REGX	5069
3	FEC	4298	REGX	5070
4	FEC	4327	REGX	5065
5	FEC	4344	REGX	5054
6	FEC	4381	REGX	5066

Group G

Count	Mark	Number
1	REGX	1004
2	REGX	1006
3	REGX	1014
4	REGX	1015
5	REGX	1017
6	REGX	1018
7	REGX	1032
8	REGX	1033
9	REGX	1036
10	REGX	1041
11	REGX	1048
12	REGX	1054
13	REGX	1069
14	REGX	1074
15	REGX	1082
16	REGX	1087
17	REGX	1123
18	REGX	1125
19	REGX	1132
20	REGX	1133
21	REGX	1134
22	REGX	1137
23	REGX	1142
24	REGX	1143
25	REGX	1149
26	REGX	1160
27	REGX	1162
28	REGX	1163
29	REGX	1164
30	REGX	1205
31	REGX	1243
32	REGX	1276

Group H

Count	Current Mark	Current Number
1	PIOX	311341
2	PIOX	311799
3	PIOX	311903
4	PIOX	312003
5	PIOX	312116
6	PIOX	312135
7	PIOX	312597
8	PIOX	322558
9	PIOX	521526
10	PIOX	521687
11	PIOX	521903
12	PIOX	521981
13	PIOX	522094
14	PIOX	522241
15	PIOX	522260
16	PIOX	522496
17	PIOX	522528
18	PIOX	522628
19	PIOX	522648
20	PIOX	522695
21	PIOX	522727
22	PIOX	522742
23	PIOX	522845
24	PIOX	522861
25	PIOX	522906

Group I

Count	Current Mark	Current Number
1	NOPB	7001
2	NOPB	7003
3	NOPB	7004
4	NOPB	7005
5	NOPB	7007
6	NOPB	7008
7	NOPB	7010
8	NOPB	7012
9	NOPB	7016
10	NOPB	7018
11	NOPB	7019
12	NOPB	7020
13	NOPB	7025
14	NOPB	7026
15	NOPB	7028
16	NOPB	7029
17	NOPB	7031
18	NOPB	7032
19	NOPB	7033
20	NOPB	7034
21	NOPB	7035
22	NOPB	7037
23	NOPB	7038
24	NOPB	7040
25	NOPB	7043
26	NOPB	7044
27	NOPB	7045
28	NOPB	7046
29	NOPB	7048
30	NOPB	7052
31	NOPB	7053
32	NOPB	7054
33	NOPB	7056
34	NOPB	7058
35	NOPB	7059
36	NOPB	7060
37	NOPB	7061
38	NOPB	7062
39	NOPB	7063
40	NOPB	7064
41	NOPB	7066
42	NOPB	7067
43	NOPB	7068
44	NOPB	7069
45	NOPB	7070
46	NOPB	7071
47	NOPB	7072
48	NOPB	7073
49	NOPB	7074

50	NOPB	7075
51	NOPB	7076
52	NOPB	7077
53	NOPB	7078
54	NOPB	7080
55	NOPB	7084
56	NOPB	7085
57	NOPB	7086
58	NOPB	7087
59	NOPB	7089
60	NOPB	7090
61	NOPB	7091
62	NOPB	7092
63	NOPB	7093
64	NOPB	7094
65	NOPB	7095
66	NOPB	7097
67	NOPB	7098
68	NOPB	7099

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/12/06



Robert W. Alvord